

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
FOR THE WESTERN DIVISION**

In re:)	Chapter 11
)	
Milacron Inc., <i>et al.</i>)	Case No. 09-11235, 09-11236, 09-
)	11327, 09-11238, 09-11239, 09-11241,
Debtors.)	and 09-11244
)	
)	Jointly Administered (09-11235)
)	
)	Judge Aug

**SECOND SUPPLEMENTAL DECLARATION IN SUPPORT OF APPLICATION FOR
INTERIM AND FINAL ORDERS AUTHORIZING RETENTION, EMPLOYMENT AND
COMPENSATION OF TAFT STETTINIUS & HOLLISTER LLP AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, W. Timothy Miller, declare as follows:

1. I am an attorney admitted to practice in the State of Ohio, and I am a member of the law firm of Taft Stettinius & Hollister LLP (“Taft”). I maintain an office at 425 Walnut Street, Suite 1800, Cincinnati, Ohio 45202-3957.

2. I have been involved in Taft’s representation of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned cases.

3. On March 16, 2009 the Application for Interim and Final Orders Authorizing Retention, Employment and Compensation of Taft Stettinius & Hollister LLP as Counsel for the Official Committee of Unsecured Creditors (the “Application”) was filed (Doc. No. 112) and the supporting declaration (the “Declaration”) (Doc. No. 113). The Interim Order Authorizing Retention of Taft, Stettinius & Hollister LLP as Counsel for the Official Committee of Unsecured Creditors was entered on March 19, 2009 (Doc. No. 136). On April 13, 2009 the Court entered its Final Order Authorizing Retention of Taft, Stettinius & Hollister LLP as

Counsel for the Official Committee of Unsecured Creditors (Doc. No. 275) approving the Application.

4. I submit this Second Supplemental Declaration in Support of the Application for Interim and Final Orders Authorizing Retention, Employment and Compensation of Taft Stettinius & Hollister LLP as Counsel for the Official Committee of Unsecured Creditors (the “Second Supplement Declaration”) as part of the ongoing disclosures required in connection with the Application and Order.¹ This Second Supplemental Declaration specifically supplements the disclosures set forth in paragraph 6 of the Declaration filed in support of the Application.

5. As previously disclosed, Ronald D. Brown is a former executive of the Debtors who holds a substantial unsecured claim against the Debtors and on two occasions had the proxy of Committee member Daniel P. Meyer when Mr. Meyer was unavailable to vote on a Committee matter. Subsequent to Taft’s employment as counsel for the Committee, Mr. Brown entered into an arrangement to serve as a business consultant on an independent contractor basis with Taft Business Consultants, LLC, a limited liability company wholly-owned by TS&H Operating Ventures LLC, the members of which are the equity partners of Taft. Taft has not represented Mr. Brown in these cases.

6. Mr. Brown recently received a written notice of claims asserted by certain holders of Milacron 11 1/2 Senior Secured Notes managed by DDJ Capital Management, LLC and Avenue Capital Group against him in his capacity as a former director and/or officer of MI 2009 Inc. (f/k/a Milacron, Inc.), CIP 2009 Inc. (f/k/a Cimcool Industrial Products, Inc.), MMC 2009 Inc. (f/k/a Milacron Marketing Company), MPTG 2009 Inc. (f/k/a/ Milcron Plastics Technology

¹ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Taft and are based on information provided to me by them.

Group), DME 2009 (f/k/a D-M-E Company, Inc.), 1787230 Ontario Limited (f/k/a/ Milacron Canada Limited) and MCH 2009 B.V. (f/k/a Milacron Capital Holdings B.V.). Under the terms of certain orders previously entered in the above-captioned cases, neither the Debtors nor their estates have any interest in these claims or their proceeds. Mr. Brown has requested that Taft represent him in regard to these claims and Taft has agreed to so represent him.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 12 day of January 2010.

/s/ W. Timothy Miller
W. TIMOTHY MILLER

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on all registered ECF participants through the Court's ECF system at the email addresses registered with the Court on the 12th day of January 2010, and by facsimile and/or electronic mail, or U.S. Mail postage prepaid on the 12th day of January 2010 upon the following:

<p>Monica V. Kindt, Esq. Office of the U.S. Trustee 36 East Seventh Street, Suite 2030 Cincinnati, OH 45202 monica.kindt@usdoj.gov</p> <p>Lawrence F Landgraff Pension Benefit Guaranty Corporation 1200 K Street, N.W. Washington, DC 20005 landgraff.larry@pbgc.gov</p> <p>Rothschild, Inc. Attn: Neil Augustine and Stephen Antinelli 1251 Avenue of the Americas, 51st Flr. New York, NY 10020 Neil.augustine@us.rothschild.com Stephen.antinelli@us.rothschild.com</p> <p>United States Attorney 221 E. Fourth Street, Suite 400 Cincinnati, Ohio 45202 Facsimile: 513-684-6972</p>	<p>Jesse H. Austin, III, Esq. Paul, Hastings, Janofsky & Walker LLP 600 Peachtree Street, N.E. Twenty Fourth Floor Atlanta, GA 30308 jessaustin@paulhastings.com <i>Counsel for General Electric Capital Corporation</i></p> <p>Michael H. Torkin, Esq. Shearman & Sterling LLP 599 Lexington Avenue New York, NY 10022 mtorkin@shearman.com <i>Counsel for Avenue International Master, L.P., et al.</i></p> <p>Conway, Del Genio Gries & Co. Attn: Robert A. Del Genio Olympic Tower 645 Fifth Avenue New York, NY 10022 rdelgenio@cdgco.com</p>
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/s/ W. Timothy Miller
W. TIMOTHY MILLER